

# EXHIBIT 1

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

vs.

Case No.

UBER TECHNOLOGIES, INC.; 17-cv-00939-WHA

OTTOMOTTO, LLC; OTTO

TRUCKING LLC,

Defendants.

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HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

VIDEOTAPED DEPOSITION OF DAVID DRUMMOND

Palo Alto, California

Monday, August 21, 2017

Volume I

REPORTED BY:

REBECCA L. ROMANO, RPR, CSR No. 12546

JOB NO. 2677782

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1 Q. (By Mr. Gonzalez) And that is something 01:06:55  
2 that you, as chief legal officer, would discuss  
3 with them to ensure that they know that they have a  
4 duty of loyalty?

5 A. It might not necessarily be me, no. 01:07:01

6 Q. Do you deputize somebody to do that?

7 A. We have lawyers who manage the board  
8 affairs and corporate lawyers. So it could --  
9 could be one of them or -- it could be one of them.

10 Q. But somebody from Google or Alphabet's 01:07:18  
11 legal department would inform the board members  
12 that they have a duty of loyalty to the company?

13 A. Generally speaking, I think that's true.

14 I can't give you any examples or how that might  
15 have happened with any -- any particular board 01:07:34  
16 member.

17 Q. You sat on Uber's board of directors for  
18 approximately three years; is that right?

19 A. I don't remember the exact dates, but  
20 that sounds roughly correct. 01:07:44

21 Q. Do you remember that you began serving on  
22 Uber's board in approximately August of 2013?

23 A. Again, that sounds roughly correct.

24 Q. How often would you attend board meetings  
25 at Uber? 01:07:57

1 A. Well, I attended the board meetings when 01:08:01  
2 they were called.

3 Q. Do you remember approximately how many  
4 you attended?

5 A. I don't recall exactly how many. 01:08:06

6 Q. Or how many board meetings there were per  
7 year while you served?

8 A. I don't recall specifically. I believe  
9 they were quarterly or that -- that -- or  
10 thereabouts, but I don't know. I don't remember 01:08:18  
11 the exact cadence of the board meetings.

12 Q. And would you agree that while you served  
13 on Uber's board of directors, you owed a duty of  
14 loyalty to Uber?

15 A. Yes, that's right. 01:08:29

16 Q. When did Google first begin discussions  
17 about the possibility of entering the TaaS market?

18 A. I don't know when Google began any  
19 discussions. And by that I -- I assume you mean  
20 internal discussions about TaaS. We had been 01:08:47  
21 working on self-driving technology in cars for  
22 quite a number of years. And TaaS, as well as  
23 other potential business models, were always, I  
24 think, understood to be alternatives for that kind  
25 of technology. 01:09:07

1 A. I understand that Waymo is conducting 01:10:20  
2 tests in the Phoenix -- the Phoenix area, yes.

3 Q. And when you say --

4 (Brief interruption.)

5 Q. (By Mr. Gonzalez) Sir, when you say that 01:10:37  
6 Waymo's conducting tests, by "tests," do you mean  
7 that they are taking passengers for free from  
8 pickup point to dropoff point?

9 A. Yes, they are -- my understanding is that  
10 they are taking passengers from pickup to -- to 01:10:52  
11 destinations.

12 Q. And -- and wouldn't you agree that that  
13 act of taking a passenger from pickup to  
14 destination is in direct competition with Uber in  
15 Phoenix? 01:11:09

16 A. I -- I don't know if that's true.

17 Q. Why do you say that?

18 A. It -- it -- we're not charging for the  
19 service at the moment, so I'm not sure it's in  
20 direct competition, among other things. 01:11:22

21 Q. Do you know how many rides, if you will,  
22 you're giving for free right now in Phoenix, like  
23 is there a certain amount per day or per week?

24 A. I don't know.

25 Q. Do you recall that the issue of Google 01:11:38

1           A.    I remember him expressing concerns after           01:15:53  
2   that.

3           Q.    And what, generally, was your response?

4           A.    Generally, my response was similar, that  
5   we were -- we hadn't launched anything. We were           01:16:01  
6   still deciding what we were going to do. And in  
7   the event we did, any competition was a long ways  
8   off, and we had a good partnership, we should  
9   continue it.

10          Q.    What was the good partnership that you           01:16:17  
11   had at that time?

12          A.    Well, we were investors in the company  
13   and -- through Google Ventures, I should say, which  
14   is a different entity than Google, although  
15   owned -- controlled by Google. We had a           01:16:30  
16   partnership around maps. And those were the main  
17   partnerships, I believe.

18          Q.    Let me show a document that we've marked  
19   as Exhibit 1770.

20                (Exhibit 1770 was marked for           01:16:47  
21   identification by the court reporter and is  
22   attached hereto.)

23          Q.    (By Mr. Gonzalez) Is this an email  
24   exchange between you and Mr. Kalanick in January  
25   of 2015?           01:17:04

1 A. That's what it appears to be. 01:17:10

2 Q. You'll see that the email string starts  
3 at the bottom with Mr. Kalanick writing to you  
4 about the Detroit auto show. And he says "Urmson  
5 is openly discussing rolling out an Autonomous 01:17:21  
6 Vehicle ridesharing service. I'm thinking it's  
7 time to have a chat with Larry directly."

8 Do you see that?

9 A. Yes, I do.

10 Q. And then you respond on the 18th. He 01:17:36  
11 writes back to you. And then you write to him on  
12 the 22nd, basically, saying -- agreeing with him  
13 that you need to have a talk; is that right?

14 A. Well, to the extent you're referring  
15 to -- yes, I think it's time for a chat, too. 01:17:56  
16 That's what the email says.

17 Q. Let me show you 1771.

18 (Exhibit 1771 was marked for  
19 identification by the court reporter and is  
20 attached hereto.) 01:18:05

21 Q. (By Mr. Gonzalez) For the record, 1771  
22 is another email exchange between you and  
23 Mr. Kalanick; is that right?

24 A. Yes, that's what it appears to be.

25 Q. And Mr. Kalanick is forwarding to you, on 01:18:29

1 March 7, 2015, an email that he received from 01:18:32  
2 someone saying "Heard from a reliable source that  
3 Google will be starting a self-driving service."

4 Is that right?

5 A. That's what the email seems to say. 01:18:48

6 Q. And he is, once again, requesting a  
7 meeting with Larry to talk about this issue which  
8 is causing him additional concern.

9 Would that be fair?

10 A. That's what he seems to be asking about. 01:18:59

11 Q. And then you write back and say "I  
12 continue to believe that the value of a partnership  
13 now far outweighs concerns about an uncertain  
14 future."

15 Do you see that? 01:19:12

16 A. Yes, I do.

17 Q. And you also said to him, "I will speak  
18 to Larry again to reiterate the importance of a  
19 meeting with you very soon."

20 So you had already spoken to Mr. Page 01:19:22  
21 about the concerns that were being expressed by  
22 Mr. Kalanick during this time period; is that  
23 right?

24 A. Well, I don't -- I don't recall when and  
25 whether I spoke to Larry during this time period. 01:19:32



1 I -- I will agree with you that the email says 01:19:36  
2 that -- that I -- I -- I said that in the meeting.

3 Q. And so the email at least suggests that  
4 you had already had at least one conversation with  
5 Mr. Page about this. 01:19:47

6 Would that be fair?

7 A. Well, again, the email says that -- that  
8 I wrote to Travis saying that I'll speak to Larry  
9 again, yeah.

10 Q. Do you recall speaking to Mr. Page about 01:19:58  
11 the concerns that were being expressed by  
12 Mr. Kalanick?

13 A. I don't -- I don't recall speaking to him  
14 in any particular time, certainly during this  
15 period. But I recall having a -- a conversation 01:20:08  
16 with him about it.

17 Q. And what was Mr. Page's message that he  
18 asked you to deliver back to Mr. Kalanick?

19 A. I can't recall that he gave me any  
20 message to deliver back. 01:20:22

21 Q. What was his response to the concerns  
22 being expressed by Mr. Kalanick?

23 A. I think Larry's general response was that  
24 we were -- if there was going to be competition, it  
25 would be a long ways off and that we should 01:20:39

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1 continue to work on our partnership. 01:20:42

2 Q. And what do you mean by "a long ways  
3 off"?

4 A. Well, I think it was acknowledged at the  
5 time that self-driving cars weren't right around 01:20:53  
6 the corner. So that it was -- these were -- this  
7 is a technology that was still in development.

8 Q. Do you recall having a lunch meeting with  
9 Mr. Page and Mr. Kalanick shortly after the date of  
10 this email to discuss the concerns being expressed? 01:21:11

11 A. I remember a meeting with Larry and  
12 Travis. I don't recall when it took place.

13 Q. (By Mr. Gonzalez) Let me show you  
14 Exhibit 417.

15 This is a meeting invite for a lunch on 01:21:38  
16 March 10, 2015, three days after the email exchange  
17 I just showed you.

18 Does that sound about right with respect  
19 to the date that you would have had this lunch that  
20 you're referring to? 01:21:49

21 A. I have no reason to -- to doubt it.

22 Q. It references the location,  
23 1900 Charleston Road, Mountain View.

24 Is that your headquarters?

25 A. That's on the Google campus, yes. 01:22:00

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1 Q. And -- 01:22:03

2 A. And that's where I recall the meeting  
3 take place.

4 Q. Right.

5 Now -- now, I don't want to get lawyer 01:22:07  
6 technical, but you're saying meeting. This is  
7 saying lunch.

8 Doesn't really matter to me, but was it a  
9 lunch meeting or just a regular meeting?

10 A. I don't remember if there was food 01:22:14  
11 present.

12 Q. All right. And --

13 A. At -- at Google -- at Google, there's  
14 always food present.

15 Q. Yeah. Fair enough. 01:22:18

16 So other than you and Mr. Page and  
17 Mr. Kalanick, do you recall if anyone else  
18 attended?

19 This indicates an Emil Michael was  
20 invited. 01:22:26

21 A. I -- I recall Emil being there. I'm  
22 fairly certain he was there.

23 Q. Other than the four of you, anybody else  
24 attend?

25 A. I don't recall anyone else attending, no. 01:22:34

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1 Q. What did you understand to be the point 01:22:36  
2 or the purpose of that meeting?

3 A. I think Travis had some concerns about  
4 the possibility of our being involved in ride  
5 sharing through our self-driving project, and we 01:22:54  
6 wanted to talk generally about the partnership.

7 Q. And what was Mr. Page's response to the  
8 concerns as expressed at that meeting?

9 A. Well, as I recall, he -- he acknowledged  
10 it. But also he responded that -- you know, that 01:23:07  
11 we had been working on self-driving cars for quite  
12 a long time. And then, in fact, Uber had begun to  
13 very aggressively get into the self-driving car  
14 market technology to compete with -- with Google.  
15 And so he was a little bit surprised that there 01:23:33  
16 would be this much concern being expressed.

17 Q. What did he say about whether or not  
18 Google was going to enter the TaaS market?

19 A. I don't -- I don't recall what he said  
20 specifically about that. I think it -- I don't 01:23:50  
21 recall specifically what he said.

22 Q. Do you recall generally?

23 A. Well, generally, I think his message was  
24 as -- as -- was that it was one of the  
25 possibilities that we were considering, in order to 01:24:03

1 monetize, if you will, the self-driving car 01:24:13  
2 opportunity.

3 Q. So it's your recollection of that lunch  
4 meeting that at that lunch meeting Mr. Page said to  
5 Mr. Kalanick that Google was going to be entering 01:24:21  
6 into the TaaS market?

7 A. No, that's not what -- I don't recall  
8 that.

9 Q. Only that it was one of many  
10 possibilities? 01:24:33

11 A. Yes.

12 Q. What was Mr. Kalanick's response to the  
13 statement by Mr. Page that TaaS was one of the  
14 possibilities that you were considering?

15 A. Well, I -- I don't recall what his 01:24:48  
16 response was.

17 Q. Do you recall what Mr. Emil Michael's  
18 response was?

19 A. No, I don't remember what his response  
20 was. 01:24:56

21 Q. What was the temperature of this meeting?  
22 Was it mild? Calm? Or did voices get raised?

23 A. I -- I recall it as being respectful and  
24 cordial, but not open. And, you know, with points  
25 of view being expressed. 01:25:20

1 board? 01:36:58

2 A. Yes, it appears to be.

3 Q. So does this refresh your recollection  
4 that you resigned from the board in a letter dated

5 August 22 that you emailed to Mr. Kalanick on 01:37:15  
6 August 23 of 2016?

7 A. No. My -- my recollection is that I  
8 resigned from the board in August of 2016.

9 Q. All right. Fair enough.

10 And why did you resign? 01:37:30

11 A. I resigned from the -- the board because  
12 we -- we had, basically, a conflict -- a business  
13 conflict because Uber was very aggressively -- had  
14 very aggressively entered the self-driving  
15 technology space. We also, as I've said, were 01:37:51  
16 contemplating ride sharing as part of our  
17 self-driving efforts. And so we -- that conflict  
18 had caused Uber to decide to sort of recuse me from  
19 the board meetings for some period before this  
20 time. 01:38:15

21 And then when they announced the  
22 acquisition of Otto, it -- because Otto was a  
23 company formed by a former Google employee,  
24 Anthony Levandowski, who had left the company a few  
25 months back and created this start-up, and he -- we 01:38:32

1 had some concerns about Anthony's behavior as he 01:38:38  
2 left and that -- at that point, we decided -- I  
3 decided that it made more sense for me not to be on  
4 the board of the company anymore.

5 Q. Wasn't Uber already in the 01:38:51  
6 self-driving space at the time that Google made its  
7 investment?

8 A. No, it was not.

9 Q. When did Uber enter the  
10 self-driving space, as you recall it? 01:39:01

11 A. I don't recall the exact date.

12 Q. Were you a member of the board?

13 A. I believe so.

14 Q. And how did you find out about Uber's  
15 entry into the self-driving space? 01:39:11

16 A. I don't recall exactly how I found out  
17 the first time.

18 Q. What is it that is your first  
19 recollection of having learned that?

20 A. I -- I just don't remember how I learned 01:39:24  
21 it. It's possible Travis told me, but I don't -- I  
22 don't recall exactly.

23 Q. Did you express any concern to  
24 Mr. Kalanick, or anybody else at Uber, when you  
25 learned that Uber was entering the self-driving 01:39:35